

RECORDATION NO. 17809-5 FILED

JUN 01 '10 -11 15 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

OF COUNSEL  
URBAN A. LESTER

June 1, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Lease, dated as of June 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document is a complete release and relates to the Memorandum of Capital Lease Agreement (the "Lease") previously filed with the Commission under Recordation Number 17809.

The name and address of the party to the enclosed document are:

Lessor: Railcar Associates L.P.  
33 West Monroe Street  
Chicago, Illinois 60603

Lessee: GE Capital Railcar Associates, Inc.  
161 North Clark Street  
Chicago, Illinois 60601

Chief, Section of Administration  
June 1, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

The Lease previously filed in Recordation Number 17809, as supplemented and amended in subsequent secondary filings under Recordation Number 17809, is terminated as to all railroad equipment previously covered thereunder

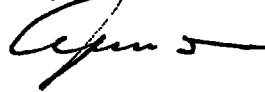
A short summary of the document to appear in the index is:

Notice of Full Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bhs  
Enclosures

RECORDATION NO. 17809-15 FILED

JUN 01 '10 -11 15 AM

NOTICE OF FULL TERMINATION OF LEASE

**SURFACE TRANSPORTATION BOARD**

The undersigned, RAILCAR ASSOCIATES, L P , as Lessor (the "Lessor") and GE CAPITAL RAILCAR ASSOCIATES, INC , as Lessee (the "Lessee"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby give notice that the Capital Lease Agreement dated as of June 1, 1992 between Lessor and Lessee, as amended, modified or supplemented (the "Lease"), has been terminated

A Memorandum of Capital Lease Agreement was duly filed and recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board (the "Board")) pursuant to the provisions of 49 U S C Section 11303 on June 1, 1990 at 12:55 p m under Recordation Number 17809 In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board This document constitutes a release of all interests, claims, liens, or encumbrances over all railroad equipment at any time covered by the Lease

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or the termination agreement between the parties

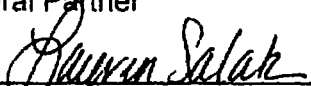
Dated June 1, 2010

[Signature pages follow]

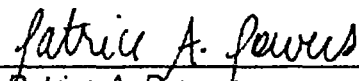
IN WITNESS WHEREOF, Lessor and Lessee have executed this Notice of Full Termination of Lease as of the day and year set forth above

LESSOR  
RAILCAR ASSOCIATES, L P

By GE Railcar Associates, Inc , its Managing  
General Partner

By   
Name Lauren Salata  
Title Treasurer and Comptroller

LESSEE  
GE CAPITAL RAILCAR ASSOCIATES, INC

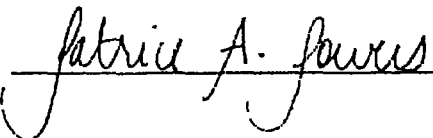
By   
Name Patrice A. Powers  
Title Vice Chairman and Vice President

#### ACKNOWLEDGEMENTS

I, Lauren Salata, certify that I am Treasurer and Comptroller of GE Railcar Associates Inc , the Managing General Partner of Railcar Associates, L P , that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury that the foregoing is true and correct. Executed on June 1, 2010



I, Patrice A. Powers, certify that I am Vice Chairman and Vice President of GE Capital Railcar Associates, Inc , that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury that the foregoing is true and correct. Executed on June 1, 2010



**EXHIBIT A**  
**Secondary Filings Under Capital Lease Agreement**

1. Amendment No. 1 to Capital Lease Agreement, dated as of January 30, 2001, between Railcar Associates, L.P., Lessor, and GE Capital Railcar Associates, Inc., Lessee, filed with the Board on March 1, 2001 at 4:06 p.m. under Recordation Number 17809-A.

2. Supplement No. 13 to Capital Lease Agreement, dated as of October 23, 2009, between Railcar Associates, L.P., Lessor, and GE Capital Railcar Associates, Inc., Lessee, filed with the Board on October 30, 2009 at 9:00 a.m. under Recordation Number 17809-B.

3. Supplement No. 14 to Capital Lease Agreement, dated as of October 29, 2009, between Railcar Associates, L.P., Lessor, and GE Capital Railcar Associates, Inc., Lessee, filed with the Board on November 3, 2009 at 9:00 a.m. under Recordation Number 17809-C.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated June 1, 2010



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Robert W Alvord